

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Empyrean Investments, LLC
Name of Transferee

Deutsche Bank AG, London Branch
Name of Transferor

Name and Address where notices to transferee should be sent:

Sterling Hathaway
Empyrean Capital Partners, LP
10250 Constellation Blvd., Ste 2950
Los Angeles, CA 90067
Email: shathaway@empyrean.com
Fax: 310-843-4915

Court Claim # (if known): 27576
Amount of Claim: \$4,500,000.00 (as allowed)
Amount of Claim Transferred: \$4,500,000.00 (as allowed)
Date Claim Filed: September 22, 2009
Debtor: Lehman Brothers Special Financing Inc.

Phone: 310-843-3070
Last Four Digits of Acct #: _____

Phone: _____
Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above):

Phone: _____
Last Four Digits of Acct #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
Transferee/Transferee's Agent

Date: 4/11/2012

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")
Attn: Clerk

AND TO: Lehman Brothers Special Financing Inc. (the "Debtor")
Case No. 08-13555 (JMP) (Jointly Administered) (the "Case")

Proof of Claim Number 27576

DEUTSCHE BANK AG, LONDON BRANCH and its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

EMPYREAN INVESTMENTS, LLC
c/o Empyrean Capital Partners, LP
10250 Constellation Blvd., Suite 2950
Los Angeles, CA 90067
Attention: Sterling Hathaway
Email: shathaway@empyrean.com


and its successors and assigns ("Buyer"). all right, title and interest in and to Proof of Claim Number 27576, solely to the extent of \$4,500,000.00, (the "Claim") against Debtor in the Case in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

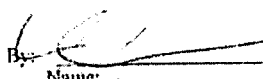
You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated April 10 2012.

DEUTSCHE BANK AG, LONDON BRANCH

By: 
Name: _____
Title: Philipp Roever
Vice President

EMPYREAN INVESTMENTS, LLC

By: 
Name: _____
Title: Ross Miller
Director

By: _____
Name: _____
Title: _____

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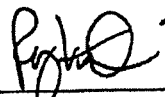
IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated APRIL 10 2012.

DEUTSCHE BANK AG, LONDON BRANCH

By: _____
Name:
Title:

By: _____
Name:
Title:

EMPYREAN INVESTMENTS, LLC

By:  _____
Name: Ryan Mayetani
Title: Authorized Signatory